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**FILED**  
LOS ANGELES SUPERIOR COURT

FEB 14 2008

JOHN A. CLARK, EXECUTIVE OFFICER/CLERK

BY R. GAMBOA, DEPUTY  
R. GAMBOA

9 SUPERIOR COURT OF THE STATE OF CALIFORNIA  
10 FOR THE COUNTY OF LOS ANGELES

11 In re the matter of  
12 THE SJB REVOCABLE TRUST, dated July 26,  
13 2004

Case No. BP BP109096

14 EX-PARTE PETITION TO APPOINT  
15 TEMPORARY TRUSTEES; GRANT  
16 POWERS TO TEMPORARY  
17 TRUSTEES; AND DETERMINE  
18 REASONABLENESS OF  
19 COMPENSATION FOR LEGAL  
20 SERVICES PURSUANT TO  
21 SECTION 15687

[Probate Code §§17200(b)(8), (10),  
and (21)]

22 Date: February 14, 2008  
23 Time: 1:30 p.m.  
24 Dept.: 9

25 TO THE SUPERIOR COURT OF THE STATE OF CALIFORNIA, COUNTY OF LOS  
26 ANGELES:

27 IVAN TABACK ("Petitioner") respectfully presents his EX PARTE PETITION TO  
28 APPOINT TEMPORARY TRUSTEES; GRANT POWERS TO TEMPORARY TRUSTEES;  
AND DETERMINE REASONABLENESS OF COMPENSATION FOR LEGAL SERVICES  
PURSUANT TO SECTION 15687 (the "Petition"), as follows:

1           **1.     JURISDICTIONAL AND FACTUAL BACKGROUND.**

2           1.1   Trust Established. Britney Spears ("Britney"), as Settlor, established The  
3 SJB Revocable Trust, dated July 26, 2004 (the "Trust"). The Trust is a revocable "Living Trust"  
4 established by Britney to hold substantially all of her assets.

5           1.2   Principal Place of Administration. The principal place of administration of  
6 the Trust is Los Angeles County, California.

7           1.3   Trustee. Britney named herself as sole initial Trustee of the Trust.  
8 Attached hereto as Exhibit A are true and correct copies of relevant excerpts from the Trust,  
9 including the establishment provision, the Articles concerning the appointment of Trustees and the  
10 Trustees' powers, and the signature pages. Article 6 provides that if Britney resigns or "otherwise  
11 ceases to act as Trustee hereunder" then Bryan Spears, Stacy Smith and Ivan Taback may act as  
12 Successor Co-Trustees under the Trust. The sixth paragraph of Article 6 of the Trust provides that  
13 "an individual Trustee shall cease to act as Trustee hereunder if he or she is under a legal disability  
14 or if by reason of illness or mental or physical disability, in the written opinion of two doctors then  
15 practicing medicine, he or she is unable to manage his or her affairs."

16           1.4   Legal Disability. As reflected in a series of Orders of this Court first  
17 entered February 1, 2008, and thereafter modified, amended or supplemented, the Court found that  
18 it is necessary to appoint temporary Co-Conservators of Britney's Estate to protect property from  
19 loss or injury pending the hearing on the Petition for the appointment of a general Conservator.  
20 This hearing is scheduled for March 10, 2008. Accordingly, it is in Britney's best interests, and  
21 protective of the Trust's assets, for the Court to find that, pending this hearing, Britney has ceased  
22 to act as Trustee. See also Probate Code Section 15643(e) ("There is a vacancy in the office of the  
23 trustee. . . [if] a conservator . . . of an individual trustee is appointed.") As a result, pursuant to  
24 Article 6 of the Trust, Bryan Spears, Stacy Smith and Ivan Taback may act as Successor Co-  
25 Trustees.

26           1.5   Renunciation; Acceptance by Nominated Co-Trustees. Stacy Smith  
27 previously declined her appointment to act as Successor Co-Trustee of the Trust. A copy of her  
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1 prior Renunciation is attached hereto as Exhibit B. Bryan Spears and Ivan Taback have accepted  
2 their appointment as temporary Successor Co-Trustees. Their Acceptances will be filed with the  
3 Court at the time of the hearing on this Petition.

4 1.6 Bond Waiver. The seventh paragraph of Article 6 of the Trust provides that  
5 "no bond or other security shall be required for any reason whatsoever of any Trustee named  
6 herein or appointed as herein provided."

7 **2. APPOINTMENT OF CO-TRUSTEES.**

8 2.1 Confirmation Regarding Cessation to Act. Petitioner requests that the Court  
9 find that, pending the hearing on the general Conservatorship, Britney has ceased to act as Trustee.  
10 Petitioner further requests that the Court confirm that Bryan Spears and Ivan Taback are the duly  
11 appointed and currently acting temporary Successor Co-Trustees of the Trust.

12 **3. GRANTING POWERS TO CO-TRUSTEES.**

13 3.1 Request. Petitioner requests that the Court confirm that the temporary  
14 Successor Co-Trustees have all of the powers conferred upon the Trustees by Article 7 of the  
15 Trust; restricted, however, as follows:

16 i) Notwithstanding any contrary provision of Article 7(e), if  
17 there are multiple trustees acting from time to time they shall act  
18 only by unanimous consent;

19 ii) Notwithstanding any contrary provision of Article 7(k), the  
20 Trustees shall not sell or lease Britney's personal residence without  
21 a prior Court order; and

22 iii) Notwithstanding any contrary provision of Article 7(o), the  
23 situs of the Trust shall not be changed, the Trust shall continue to be  
24 governed by California law, and property shall not be removed from  
25 California, during the pendency of the temporary Trusteeship.  
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1           **4. URGENT NATURE OF REQUEST.**

2           4.1 Petitioner is informed and believes that substantially all of Britney's liquid  
3 assets are vested in the Trust. Petitioner is informed and believes that there are no substantial  
4 liquid assets currently available to the Co-Conservators to pay or otherwise provide for Britney's  
5 essential needs. Petitioner is informed and believes that Britney and the Co-Conservators have  
6 numerous significant and on-going expenses, liabilities and obligations that must be paid  
7 immediately. The Co-Conservators are unable to discharge their responsibilities to Britney unless  
8 they can obtain immediate access to the liquid assets held by the Trust. Specifically, Petitioner is  
9 informed and believes that family members, friends, and members of Britney's household have  
10 been paying for her basic necessities, including medicine, food, and other day-to-day needs.  
11 Immediate access to the Trust's liquid assets is necessary to pay for Britney's continued security,  
12 and to pay for her medicine, food, other day-to-day expenses, and for psychiatric and other  
13 essential medical services.

14           **5. DETERMINATION OF REASONABLENESS OF COMPENSATION FOR**  
15           **LEGAL SERVICES.**

16           5.1 Petitioner's Affiliation. Petitioner is a Partner of Proskauer Rose LLP  
17 ("Proskauer"), resident in New York. Petitioner is an experienced estate planning lawyer but is  
18 not licensed to practice law in California and needs counsel concerning California law and  
19 procedure. Proskauer has offices in Los Angeles, California. Petitioner's partner, Mitchell M.  
20 Gaswirth, undersigned Counsel on this Petition, assisted in the preparation of the Trust. Such  
21 Counsel has been advising Petitioner in connection with all matters relating to both Britney's  
22 Conservatorship and the Trust since February 1, 2008, when the Conservatorship proceedings first  
23 came to Petitioner's attention.

24           5.2 Relationship Between Petitioner and Counsel. Probate Code Section  
25 15687(a) provides that a Trustee, like Petitioner, who is an attorney may receive only the Trustee's  
26 compensation provided for in the Trust, or compensation for legal services performed by the  
27 Trustee, unless the Trustee obtains approval for the right to dual compensation as provided in  
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1 Section 15687(d). Section 15687(d) provides that, after full disclosure of the nature of the  
2 compensation and relationship of the Trustee to all persons receiving compensation under this  
3 Section, the Trustee may obtain approval for dual compensation by an Order pursuant to Section  
4 17200(b)(21). Petitioner does not seek in this Petition any Order regarding his Trustee's fees.  
5 Petitioner does request, however, that such Trustee's fees (to be hereafter determined) shall be in  
6 addition to Proskauer's reasonable legal fees for its services as Petitioner's counsel.

7           5.3 Disclosure. Petitioner is not related to Britney, or the Co-Conservators, by  
8 blood or by marriage. Petitioner is a Proskauer Partner. Petitioner desires to engage Proskauer as  
9 counsel to Petitioner, on a temporary basis, through March 17, 2008. As counsel to Petitioner,  
10 Proskauer shall be compensated solely for its time, in accordance with its standard hourly rates,  
11 and shall be reimbursed for out-of-pocket expenses advanced by it in connection with its services.  
12 Proskauer shall not be entitled to any other compensation for its services as Petitioner's Counsel.

13           5.4 Reasons for Engaging Proskauer. Petitioner believes it is in the best  
14 interests of Britney, the Trust, and the Conservatorships to retain Proskauer as counsel to  
15 Petitioner, on a temporary basis, through March 17, 2008. Britney's situation presents matters of  
16 complexity and sensitivity. Proskauer is already familiar with the Trust and the Conservatorship  
17 and is therefore able to effectively provide legal services to Petitioner as Trustee during the initial  
18 period of administration by the temporary Successor Co-Trustees. Any other counsel to Petitioner  
19 would need to "get up to speed" concerning the Trust and the Conservatorship, a potentially costly  
20 and time-consuming endeavor. This matter also requires the utmost in confidentiality, and  
21 effective working relationships between counsel to the Co-Conservators, and counsel to the  
22 temporary Successor Co-Trustees. The relationship between the Trust Estate and the  
23 Conservatorship Estate is still being defined. Retention of Proskauer on an interim basis reduces  
24 the number of law firms involved in this matter at this time, thus minimizing the number of  
25 counsel who must coordinate the advancement of Britney's interests in connection with both the  
26 Conservatorships and the Trusteeship.

27           5.5 Co-Conservators' Position. Petitioner is informed and believes that the Co-  
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1 Conservators do not object to Petitioner's retention of Proskauer as counsel to Petitioner.

2           5.6 Engagement to Be Revisited. On or before March 17, 2008, Petitioner  
3 intends to reconsider whether it is in the best interests of Britney, the Trust, and the  
4 Conservatorships to continue to engage Proskauer as Petitioner's counsel.

5           **6. NOTICE.**

6           6.1 Persons Entitled to Notice. Petitioner has given notice of the time and place  
7 of the hearing on this Petition to Britney's Co-Conservators, and to Britney's Counsel, Samuel D.  
8 Ingham, III. Waivers of Notice of the Co-Conservators of Britney's Estate, the Conservator of her  
9 person, and Mr. Ingham will be filed with the Court at the time of the hearing. Because of the  
10 emergency nature of this Petition, it is not possible for Petitioner to give at least thirty (30) days  
11 prior notice of the time and place of such hearing. Petitioner submits that prior notice to the Co-  
12 Conservators and Mr. Ingham is sufficient to dispense with the necessity of thirty (30) days prior  
13 notice of the time and place of the hearing on this Petition. Petitioner further submits that notice  
14 is not required to be given to any other beneficiaries of this revocable Trust.

15           NOW WHEREFORE, Petitioner requests the Court's Orders that:

- 16           1. All notices of hearing on this Petition have been given as required by law;
- 17           2. Pending the hearing on the general Conservatorship, Britney has ceased to act as  
18 Trustee of the Trust;
- 19           3. Petitioner and Bryan Spears are the duly appointed and currently acting temporary  
20 Successor Co-Trustees of the Trust;
- 21           4. Petitioner and Bryan Spears as Co-Trustees have all of the powers set forth in  
22 Article 7 of the Trust, restricted, however, as provided in Section 3.1 of this Petition;
- 23           5. Petitioner is authorized to engage Proskauer Rose LLP as Petitioner's counsel on  
24 an interim basis commencing February 1, 2008, through and including March 17, 2008, and to  
25 compensate such firm for its services, at its standard hourly rates, notwithstanding Petitioner's  
26 status as a Partner in such Firm; and
- 27           6. The Court grant such other and further relief deemed appropriate or necessary.



1  
2 I declare under penalty of perjury under the laws of the State of California that the  
3 foregoing is true and correct, and that this Petition is executed on February 13<sup>th</sup>, 2008, at New  
4 York, New York.

5  
6 IVAN TABACK

7 PROSKAUER ROSE LLP

8  
9 By: 

10 MITCHELL M. GASWIRTH

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DECLARATION OF TRUST made this 26th day of July, 2004,  
between BRITNEY JEAN SPEARS, as Settlor, and BRITNEY JEAN  
SPEARS, as sole Trustee.

The Settlor hereby assigns and transfers to the  
Trustee the property set forth in Schedule A annexed hereto and  
the Trustee and any successor Trustees (hereinafter called the  
"Trustees") shall hold said property, together with any other  
property which may be received by them, in separate trust upon  
the terms and conditions hereinafter set forth. This trust  
shall be known as the "SJB REVOCABLE TRUST."

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6. During the Settlor's lifetime, the Settlor shall act as the sole Trustee hereunder until she resigns or otherwise ceases to act. If the Settlor resigns or otherwise ceases to act as Trustee hereunder, or upon the Settlor's death or incapacity, the Settlor's brother, BRYAN SPEARS, STACY SMITH and IVAN TABACK may act as successor co-Trustees hereunder.

Notwithstanding the foregoing, the Settlor appoints her mother, LYNNE SPEARS, as Trustee of the trust created under paragraph (1) of subdivision (d) of Article 3 of this Declaration of Trust and directs that the Settlor's mother (a)

shall appoint a person or persons or a bank or trust company to act as an additional Trustee of such trust from time to time, (b) may remove any Trustee of such trust who may be acting from time to time (or who may have been previously appointed as an additional Trustee by the Settlor's mother), with or without cause, provided that, if no Trustee other than the Settlor's mother is then acting, the Settlor's mother must appoint a person or persons or a bank or trust company to act with her, it being the Settlor's intention that she not act alone as Trustee of such trust, and (c) may appoint a person or persons or a bank or trust company to act as (one or more or successive) successor Trustees of such trust.

With respect to the trust under Article 2 of this Declaration of Trust, the Settlor may (a) appoint a person or persons or a bank or trust company to act as an additional Trustee from time to time, (b) remove any Trustee who may be acting from time to time (or who may have been previously appointed as an additional Trustee by her), with or without cause, and (c) appoint a person or persons or a bank or trust company to act as (one or more or successive) successor Trustees and revoke any such appointment.

Subject to the foregoing, the Trustees at any time acting hereunder are authorized to appoint a person or persons or a bank or trust company to act with them, and a sole

surviving Trustee at any time acting hereunder is authorized to appoint one or more (or successive) successor Trustees.

The Settlor requests, but does not direct, that the Trustees retain the services of STACY SMITH in connection with her expertise with respect to the sale, lease, licensing, exploitation or utilization of any so-called intellectual property held hereunder.

An individual Trustee shall cease to act as Trustee hereunder if he or she is under a legal disability or if by reason of illness or mental or physical disability, in the written opinion of two doctors then practicing medicine, he or she is unable to manage his or her affairs. Each Trustee acting hereunder hereby waives any doctor-patient privilege that may exist and authorizes said doctors to release all medical information that may be requested by the Trustees acting hereunder.

No bond or other security shall be required for any reason whatsoever of any Trustee named herein or appointed as herein provided.

7. The Trustees hereunder shall have the following discretionary powers, in addition to those conferred upon Trustees by law (including without limitation all of those powers set forth in California Probate Code Section 16220 et



seq., which powers are herein incorporated by this reference as if fully set forth below):

(a) To make any payment or distribution (required or authorized under this Declaration of Trust) either wholly or partly in kind at market value at date of distribution; to cause any share to be composed of cash, property or undivided fractional interests in property different in kind from any other share, and without regard, among such shares, to whether the property distributed has an equivalent basis for income tax purposes.

(b) To continue to hold any property, real, personal or otherwise, including, but not limited to, stocks, bonds or other securities, domestic or foreign, in the form in which it shall be when received by them hereunder (without regard to any rule of law that may require them to decide whether or not to retain such property) or as the form thereof may be changed pursuant to the provisions of the other subdivisions of this Article, so long as they, in their absolute discretion, deem it advisable.

(c) To invest and reinvest in any property, including, but not limited to, stocks, bonds or other securities or so-called derivative investments, domestic or foreign, options to sell or to purchase such securities or so-called derivative investments (whether or not then held hereunder), shares or interests in mutual funds, investment companies, investment trusts or common trust funds of a bank or trust company, currencies, precious metals, oil and gas properties or other natural resources and commodities, or interests in, rights to or options to sell or to purchase any of the foregoing (whether or not then held hereunder), improved or unimproved real property or tangible personal property or life insurance, endowment, annuity or similar contracts (including such contracts insuring the then income beneficiary of any trust hereunder) that they may, in their absolute discretion, deem advisable, without regard to any duty to diversify or to make such property productive of income, and in any manner, including by direct purchase, entry into a joint venture, creation of or purchase of an interest in any form of partnership or corporation or through any other form of participation or ownership.

(d) To employ any person, firm, corporation, bank or trust company for advice with respect to investment policy, but the Trustees may, in their absolute discretion, follow or

refrain from following any recommendations so obtained, and such recommendations shall not in any way limit the discretionary power and authority herein conferred upon, and not otherwise delegated by, them with respect to investments; to designate a corporation, partnership or other firm, authorized so to act, as custodian, and to employ attorneys, accountants and bookkeepers; and to charge the fees and expenses of the foregoing to any trust hereunder.

(e) To exercise or perform every power, authority or duty, including discretionary powers, by the concurrence and in the names of a majority of the Trustees qualified to participate, with the same effect as if all had joined therein; but by unanimous vote of the Trustees they may determine the number (one or more) who may give instructions to custodians, sign checks or have access to safe deposit boxes.

(f) Severally to resign, by delivering to any successor or co-Trustee written notice of such resignation, to take effect at such date as such resigning Trustee may specify in such notice, without necessity for prior accounting or judicial approval.

(g) Severally to authorize, by instrument in writing, any person or corporation, including any co-Trustee, bank or trust company, to act in the place of such Trustee with respect to specified transactions, to sign a particular check or checks, or to execute any other specifically stated instruments in the name of such Trustee.

(h) To credit to principal or income or to apportion between them in such manner as they deem advisable any distributions from partnerships, any extraordinary, wasting or liquidating dividends, any dividends payable in the stock of the corporation paying the dividend or payable in the stock of another corporation and any so-called "capital gains dividends" declared by investment companies or investment trusts.

(i) To charge to principal or income or to apportion between them any ordinary or extraordinary expenses in such manner as they deem advisable.

(j) To determine if and to what extent they shall amortize any premium paid by them on bonds or other obligations for the payment of money.

(k) To alter, repair, improve, demolish, manage, partition, mortgage, lease for any period (including a period in



excess of any fixed by statute and extending beyond the duration of the trusts herein), exchange, grant options to lease or to buy and sell or dispose of, at public or private sale and upon such conditions and such terms as to cash and credit as they deem advisable, any property held hereunder.

(l) To subordinate, extend, renew, modify or release, in whole or in part, any mortgage or other security held by them or held against any property hereunder.

(m) With respect to any property distributable outright to a person who has not then attained age twenty-one: in their absolute discretion, to retain possession of and manage the same until then, with all the rights, powers and compensation of Trustees hereunder, and from time to time to apply so much of the income and principal thereof to the use of such person as they deem advisable, accumulating any balance of the income and adding it at least annually to principal at convenient intervals; upon such person's attaining age twenty-one (or sooner death), the then principal and any accumulated income shall be distributed to such person (or his or her estate); this power shall not affect the vesting of such property in such person.

(n) In determining the amount of income or principal applicable to the use of a person who has not then attained age twenty-one, to consider or disregard the ability of the parent or parents of such person to support such person; and to make payment of any income or principal, applicable to the use of or payable to such person, (1) to the Guardian (qualified in any jurisdiction) of the person or estate of such person, or (2) to the parent or parents of such person (whether or not legally appointed his or her Guardian(s)), or (3) to the extent permitted by law, to a Custodian for such person under a Uniform Gifts to Minors Act or a Uniform Transfers to Minors Act, or (4) to apply the same for his or her benefit; the receipt of such Guardian, parent or Custodian or the evidence of the application of such income or principal shall be a full discharge to the Trustees for such payment.

(o) Without the approval of any Court (unless otherwise required by law): (1) to remove any property held hereunder to or from any jurisdiction; (2) to change the situs of administration of any trust hereunder from one jurisdiction to another; and (3) to elect the law of such other jurisdiction to govern the same.



(p) To organize or participate in the organization of business entities of any form, including, but not limited to, corporations, partnerships and limited liability companies, and to transfer to them any part or all of the property held by them hereunder in exchange for securities thereof or interests therein.

(q) To set apart out of the income of the trusts herein (or out of the income of corporations or partnerships in which such trust may be interested) reserves for such purposes including, without limitation, depreciation, depletion, obsolescence and other contingencies, and in such amounts as they, in their absolute discretion, shall deem advisable.

(r) To borrow such sums as they deem advisable for the proper administration of the trusts hereunder and to give security therefor.

(s) To lend such sums out of the income or principal of any trust hereunder and upon such terms and conditions as they deem advisable; provided, however, that adequate security be obtained from, and reasonable interest be charged to, any borrower other than the Settlor or any beneficiary.

(t) To guarantee loans made to any beneficiary hereunder.

(u) To exercise such powers with respect to any so-called intellectual property held hereunder as they deem advisable, without authorization by any court and without the consent or approval of any beneficiary or person interested in or claiming an interest in any trust hereunder, it being the Settlor's intention to give them the power to deal in all respects with such property as if the same were owned by them in their individual capacities, and to delegate all such powers to any one of them to the exclusion of the others. In addition to all powers granted them by law or otherwise granted in this Declaration of Trust, the Trustees shall have the following powers:

(1) Upon such terms and conditions as they deem advisable, to employ one or more agents, to pay the fees and expenses thereby incurred and to act or refrain from acting upon the advice or recommendations received from such agents without liability for any act done, or omission made, in good faith or in reliance upon such advice or recommendation;

(2) To deal in and with (or to authorize one or more agents to deal in and with) all rights in so-called intellectual property held hereunder, including all contractual rights, rights of publicity and of publication in any medium now known or hereafter invented, rights of termination, renewal or extension, and other rights pertaining thereto, whether under the common law or under United States or other copyright law; to bring or defend claims or causes of action for infringement, plagiarism or breach of contract;

(3) To make, extend, rescind, modify, or otherwise have full power to negotiate contracts or other arrangements they may deem advisable or proper as to the sale, lease, licensing, exploitation or utilization of any so-called intellectual property held hereunder, including the power to refuse to have published in any form any material which, in their opinion, the Settlor would withhold through considerations of taste, the safeguarding of privacy or standards of quality, or for any other reason whether of an economic or aesthetic nature;

(4) To form or organize under the laws of the State of California or of any other state or foreign country, any corporation, association, partnership, venture, company or combination as an instrumentality for the promotion, sale, management and administration of any so-called intellectual property held hereunder;

(5) To secure copyrights on such of the Settlor's creative works as have not already been copyrighted, or to renew copyrights, whether under the common law or under United States or other copyright laws;

(6) To delegate to other persons such ministerial duties as the Trustees may deem necessary for the benefit of administering the Settlor's intellectual property;

(7) Generally to deal with the Settlor's creative works in the same manner and with the same power that the Settlor could have done during the Settlor's lifetime; and

(8) To take any action and to make, execute, deliver and receive any contract, deed, instrument or document they may deem advisable to exercise any of the foregoing powers or to carry into effect any provision of this Declaration of Trust with respect to the so-called intellectual property held hereunder.

(v) To hold the principal or part of the principal of any of the trusts herein in one or more joint funds in which the separate trusts shall have undivided interests.

(w) To compromise, settle, subordinate, arbitrate, extend, renew, modify, waive or extend the statute of limitations with respect to, or release, in whole or in part, any claim held by any trust herein, or any mortgage or other security held by them or held against any property held by them hereunder.

(x) To participate in and consent to any corporate reorganization, dissolution, liquidation, merger, consolidation, sale or lease, or in and to any other change in any corporation or in its financial structure, and to become a depositor with any protective, reorganization or similar committee, and to make any necessary payments incident to the foregoing; to exercise or to sell any conversion, subscription or similar rights; and in general to exercise in respect to any securities the unrestricted rights of a personal owner, including voting in person or by proxies, discretionary, general or otherwise.

(y) To trade on margin and, for such purpose, to maintain and operate a margin account with any broker and to pledge any property held hereunder with such broker for loans and advances made to them. In connection with the foregoing, the Trustees are authorized to hold title in and to property in bearer, nominee or other form so that title may pass by delivery.

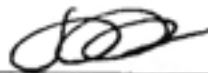
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RENUNCIATION

The undersigned, STACY SMITH, hereby renounces her right to qualify as a successor Trustee of the SJB REVOCABLE TRUST under a Declaration of Trust dated the 26th day of July, 2004, between BRITNEY JEAN SPEARS, as Settlor, and BRITNEY JEAN SPEARS, as sole Trustee.

Dated: Dec. 7, 2004

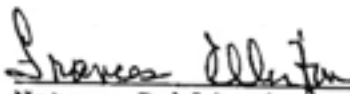


STACY SMITH

STATE OF Virginia )  
 : ss.:  
COUNTY OF )

On Dec. 7, 2004, before me, Francis Ellington, the undersigned, a Notary Public in and for such County and State, personally appeared STACY SMITH, known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same, in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Notary Public in and for said  
County and State

DECLARATION OF MITCHELL M. GASWIRTH  
REGARDING URGENCY OF REQUEST

I, Mitchell M. Gaswirth, Proskauer Rose, LLP, attorney for Petitioner, Ivan Taback, hereby declare as follows:

1. I am informed and believe that substantially all of Britney Spears's ("Ms. Spears's") liquid assets are currently vested in the SJB Revocable Trust, dated July 26, 2004 (the "Trust").

2. I am informed and believe that there are no substantial liquid assets currently available to the Co-Conservators of Ms. Spears's Estate to pay or otherwise provide for her essential needs.

3. I am informed and believe that Ms. Spears and her Co-Conservators have numerous significant and on-going expenses, liabilities and obligations that must be paid immediately.

4. I am informed and believe that Ms. Spears's Co-Conservators are unable to discharge their responsibilities to Ms. Spears unless they can obtain immediate access to the liquid assets held by the Trust.

5. I am informed and believe that Ms. Spears's family, friends and members of her household have been paying for her basic necessities, including medicine, food, and other day-to-day needs.

6. I am informed and believe that immediate access to the Trust's liquid assets is necessary to pay for Ms. Spears's continuing security, and to pay for her medicine, food, other day-to-day expenses, and psychiatric and other essential medical services.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 13<sup>th</sup> day of February, 2008, at Los Angeles, California.



MITCHELL M. GASWIRTH

DECLARATION REGARDING NOTICE

I, Mitchell M. Gaswirth, Proskauer Rose, LLP, attorney for Petitioner, Ivan Taback, hereby declare as follows:

1. On February 7, 2008, I gave verbal notice to both Co-Conservators, James P. Spears and Andrew Wallet, of Petitioner's intention to file Petitioner's Ex Parte Petition Appointing Temporary Trustees, Granting Powers to Temporary Trustees, and Determining Reasonableness of Compensation for Legal Services (the "Petition").

2. The Co-Conservators' Counsel were present when this verbal notice was given.

3. On February 8, 2008, Petitioner gave verbal notice to Samuel D. Ingham, III of Petitioner's intention to file the Petition.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 13<sup>th</sup> day of February, 2008, at Los Angeles, California.



MITCHELL M. GASWIRTH



1 PROSKAUER ROSE LLP  
MITCHELL M. GASWIRTH, State Bar Number 105778  
2 2049 Century Park East, 32nd Floor  
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3 Telephone: (310) 557-2900  
Facsimile: (310) 557-2193

4 Attorneys for Petitioner  
5 IVAN TABACK

**FILED**  
LOS ANGELES SUPERIOR COURT

FEB 14 2008

JOHN A. CLARKE, CLERK

*Arundock*  
BY ANDREA MURDOCK, DEPUTY

8 SUPERIOR COURT OF THE STATE OF CALIFORNIA  
9 FOR THE COUNTY OF LOS ANGELES

11 In re the matter of

12 THE SJB REVOCABLE TRUST, dated July 26,  
13 2004

Case No. BP 109096

ORDER APPOINTING TEMPORARY  
TRUSTEES, GRANTING POWERS TO  
TEMPORARY TRUSTEES, AND  
DETERMINING REASONABLENESS  
OF COMPENSATION FOR LEGAL  
SERVICES PURSUANT TO SECTION  
15687

[Probate Code §§17200(b)(8), (10),  
and (21)]

Date: February 14, 2008

Time: 1:30 p.m.

Dept.: 9

20 The Ex Parte Petition for Order Appointing Temporary Trustees, Granting Powers To  
21 Temporary Trustees, and Determining Reasonableness of Compensation For Legal Services came  
22 on regularly for hearing on February 14, 2008, 1:30 p.m., in Department 9 of the Los Angeles  
23 County Superior Court. Mitchell M. Gaswirth, Proskauer Rose LLP, appeared on behalf of  
24 Petitioner Ivan Taback.

25 The Court finds as follows:

- 26 1. All notices of hearing on the Petition have been given as required by law; and  
27 2. The Settlor, Britney Spears, has ceased to act as Trustee of the Trust.  
28

- 1 -

ORDER APPOINTING TEMPORARY TRUSTEES, GRANTING POWERS TO TEMPORARY TRUSTEES,  
AND DETERMINING REASONABLENESS OF COMPENSATION FOR LEGAL SERVICES PURSUANT  
TO SECTION 15687

1 IT IS THEREFORE ORDERED THAT:

2 1. Ivan Taback and Bryan Spears are the duly appointed and currently acting  
3 temporary Successor Co-Trustees of the Trust;

4 2. The Trust waives the requirement of bond for Bryan Spears and Ivan Taback as  
5 temporary Successor Co-Trustees;

6 3. Ivan Taback and Bryan Spears have all of the powers set forth in Article 7 of the  
7 Trust, restricted, however, as follows:

8 i) Notwithstanding any contrary provision of Article 7(e), if  
9 there are multiple trustees acting from time to time they shall act  
10 only by unanimous consent;

11 ii) Notwithstanding any contrary provision of Article 7(k), the  
12 Trustees shall not sell or lease Britney's personal residence without  
13 a prior Court order; and

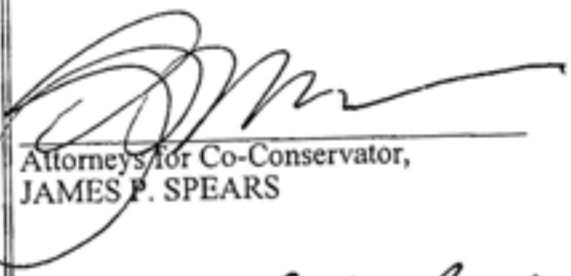
14 iii) Notwithstanding any contrary provision of Article 7(o), the  
15 situs of the Trust shall not be changed, the Trust shall continue to be  
16 governed by California law, and property shall not be removed from  
17 California, during the pendency of the temporary Successor  
18 Trusteeship; and

19  
20 4. Petitioner Ivan Taback is permitted to engage as legal counsel Proskauer Rose LLP,  
21 to be compensated for its reasonable fees at its standard hourly rates, for the period February 1,  
22 2008, through and including March 17, 2008.


23 Dated: Feb 14, 2008

24 Lera Arty  
25 Judge of the Superior Court  
26  
27  
28

1 Approved as to form and Content:

2  
3  
4   
5 Attorneys for Co-Conservator,  
6 JAMES P. SPEARS

7   
8 ANDREW WALLET

9   
10 SAMUEL D. INGHAM, III  
11 Attorney for Britney Spears



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7  
8 Attorneys for Petitioner  
9 IVAN TABACK

**FILED**  
LOS ANGELES SUPERIOR COURT

FEB 14 2008

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**SUPERIOR COURT OF THE STATE OF CALIFORNIA**  
**FOR THE COUNTY OF LOS ANGELES**

In re the matter of

THE SJB REVOCABLE TRUST, dated July 26,  
2004

Case No. BP 109096

**ACCEPTANCE OF TEMPORARY CO-  
TRUSTEE**

[Probate Code §§17200(b)(8), (10),  
and (21)]

Date: February 14, 2008

Time: 1:30 p.m.

Dept.: 9

**ACCEPTANCE OF TEMPORARY CO-TRUSTEE**

I, IVAN TABACK, hereby accept my appointment as Temporary Successor Co-Trustee of The SJB Revocable Trust, dated July 26, 2004.

Dated: February 13, 2008

  
\_\_\_\_\_  
IVAN TABACK

TMZ

1 HAHN & HAHN LLP  
2 CLARK R. BYAM, State Bar No. 53252  
3 E-Mail: cbyam@hahnlawyers.com  
4 301 E. COLORADO BOULEVARD  
5 NINTH FLOOR  
6 PASADENA, CALIFORNIA 91101-1977  
7 Telephone: (626) 796-9123  
8 Facsimile: (626) 449-7357

9 Attorneys for Bryan Spears

**FILED**  
LOS ANGELES SUPERIOR COURT

FEB 14 2008

JOHN A. CLARKE, CLERK

*Arundock*  
BY ANDREA MURDOCK, DEPUTY

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SUPERIOR COURT OF THE STATE OF CALIFORNIA  
FOR THE COUNTY OF LOS ANGELES, CENTRAL DISTRICT

In re the

THE SJB REVOCABLE TRUST,  
dated July 26, 2004


CASE NO. BP 109096

CONSENT TO ACT AS SUCCESSOR  
CO-TRUSTEE

BRYAN SPEARS hereby consents to act as Successor Co-Trustee of the The SJB  
Revocable Trust dated July 26, 2004.

Dated

2/14/08

  
BRYAN SPEARS



1 PROSKAUER ROSE LLP  
2 MITCHELL M. GASWIRTH, State Bar No. 105778  
3 2049 Century Park East  
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8 Attorney for Petitioner  
9 IVAN TABACK

**FILED**  
LOS ANGELES SUPERIOR COURT

FEB 14 2008

JOHN A. CLARKE, CLERK  
*Amundock*  
BY ANDREA MURDOCK, DEPUTY

10 SUPERIOR COURT OF THE STATE OF CALIFORNIA  
11 FOR THE COUNTY OF LOS ANGELES

12 In re the matter of

13 THE SJB REVOCABLE TRUST, dated July 26,  
14 2004

Case No. BP 1040910

15 **WAIVER OF NOTICE OF**  
16 **HEARING ON EX-PARTE**  
17 **PETITION TO APPOINT**  
18 **TRUSTEES; GRANT POWERS TO**  
19 **TRUSTEES; AND DETERMINE**  
20 **REASONABLENESS OF**  
21 **COMPENSATION FOR LEGAL**  
22 **SERVICES PURSUANT TO**  
23 **SECTION 15687**

24 [Probate Code §§17200(b)(8), (10),  
25 and (21)]

26 Date: February 14, 2008  
27 Time: 1:30 p.m.  
28 Dept.: 9

21 I, ANDREW M. WALLET, Temporary Co-Conservator of the Estate of Britney Jean  
22 Spears, hereby waive notice of the Hearing on Ex-Parte Petition To Appoint Trustees; Grant  
23 Powers To Trustees; And Determine Reasonableness Of Compensation For Legal Services  
24 Pursuant To Section 15687, presently set for hearing on February 14, 2008, at 1:30 p.m. in  
25 Department 9 of the Los Angeles Superior Court.

26 Date: February 14, 2008

  
ANDREW M. WALLET

27 **WAIVER OF NOTICE OF HEARING ON EX-PARTE PETITION TO APPOINT TRUSTEES; GRANT**  
28 **POWERS TO TRUSTEES; AND DETERMINE REASONABLENESS OF COMPENSATION FOR LEGAL**  
**SERVICES PURSUANT TO SECTION 15687**

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2 MITCHELL M. GASWIRTH, State Bar No. 105778  
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7 Facsimile: (310) 557-2193

8 Attorney for Petitioner  
9 IVAN TABACK

**FILED**  
LOS ANGELES SUPERIOR COURT

FEB 14 2008

JOHN A. CLARKE, CLERK

*Arundock*  
BY ANDREA MURDOCK, DEPUTY

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SUPERIOR COURT OF THE STATE OF CALIFORNIA  
FOR THE COUNTY OF LOS ANGELES

In re the matter of

THE SJB REVOCABLE TRUST, dated July 26,  
2004

Case No. BP 109096

WAIVER OF NOTICE OF  
HEARING ON EX-PARTE  
PETITION TO APPOINT  
TRUSTEES; GRANT POWERS TO  
TRUSTEES; AND DETERMINE  
REASONABLENESS OF  
COMPENSATION FOR LEGAL  
SERVICES PURSUANT TO  
SECTION 15687

[Probate Code §§17200(b)(8), (10),  
and (21)]

Date: February 14, 2008  
Time: 1:30 p.m.  
Dept.: 9

I, JAMES P. SPEARS, Temporary Co-Conservator of the Estate of, and Temporary  
Conservator of the Person of, Britney Jean Spears, hereby waive notice of the Hearing on Ex-Parte  
Petition To Appoint Trustees; Grant Powers To Trustees; And Determine Reasonableness Of  
Compensation For Legal Services Pursuant To Section 15687, presently set for hearing on  
February 14, 2008, at 1:30 p.m. in Department 9 of the Los Angeles Superior Court.

Date: February 14, 2008

*James P. Spears*  
JAMES P. SPEARS

WAIVER OF NOTICE OF HEARING ON EX-PARTE PETITION TO APPOINT TRUSTEES; GRANT  
POWERS TO TRUSTEES; AND DETERMINE REASONABLENESS OF COMPENSATION FOR LEGAL  
SERVICES PURSUANT TO SECTION 15687

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8 Attorney for Petitioner  
9 IVAN TABACK

**FILED**  
LOS ANGELES SUPERIOR COURT

FEB 14 2008

JOHN A. CLARKE, CLERK  
*Amurlock*  
BY ANDREA MURDOCK, DEPUTY

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SUPERIOR COURT OF THE STATE OF CALIFORNIA  
FOR THE COUNTY OF LOS ANGELES

In re the matter of

THE SJB REVOCABLE TRUST, dated July 26,  
2004

Case No. BP 109096

**WAIVER OF NOTICE OF  
HEARING ON EX-PARTE  
PETITION TO APPOINT  
TEMPORARY TRUSTEES; GRANT  
POWERS TO TEMPORARY  
TRUSTEES; AND DETERMINE  
REASONABLENESS OF  
COMPENSATION FOR LEGAL  
SERVICES PURSUANT TO  
SECTION 15687**

[Probate Code §§17200(b)(8), (10),  
and (21)]

Date: February 14, 2008  
Time: 1:30 p.m.  
Dept.: 9

I, SAMUEL D. INGHAM III, Attorney for Britney Spears, hereby waive notice of the  
Hearing on Ex-Parte Petition To Appoint Temporary Trustees; Grant Powers To Temporary  
Trustees; And Determine Reasonableness Of Compensation For Legal Services Pursuant To  
Section 15687, presently set for hearing on February 14, 2008, at 1:30 p.m. in Department 9 of the  
Los Angeles Superior Court.

Date: February 14, 2008

  
SAMUEL D. INGHAM III

**WAIVER OF NOTICE OF HEARING ON EX-PARTE PETITION TO APPOINT TEMPORARY  
TRUSTEES; GRANT POWERS TO TEMPORARY TRUSTEES; AND DETERMINE REASONABLENESS  
OF COMPENSATION FOR LEGAL SERVICES PURSUANT TO SECTION 15687**